



AurCrest Gold Inc.

MANAGEMENT'S DISCUSSION AND ANALYSIS

For the year ended December 31, 2014

(Expressed in Canadian Dollars)

AURCREST GOLD INC. MANAGEMENT'S DISCUSSION AND ANALYSIS

The following management's discussion and analysis ("MD&A") of the financial condition and results of the operations of AurCrest Gold Inc. ("AurCrest" or the "Company") constitutes management's review of the factors that affected the Company's financial and operating performance for the year ended December 31, 2014. This MD&A was written to comply with the requirements of National Instrument 51-102 – Continuous Disclosure Obligations. This discussion, dated April 29, 2015, should be read in conjunction with the Company's audited annual financial statements for the years ended December 31, 2014 and 2013, together with the notes thereto. Results are reported in Canadian dollars and have been prepared in accordance with International Financial Reporting Standards ("IFRS").

The Company trades on the TSX Venture Exchange under the symbol "AGO". Further information about the Company and its operations can be obtained from the offices of the Company, the Company website, www.aurcrestgold.com, or from www.sedar.com.

EXECUTIVE SUMMARY

The Company is a mineral exploration company focused on the acquisition, exploration and development of mineral resources, primarily gold and base metals located in northern Ontario. The Company's current focus is the Richardson Lake gold property.

A key initiative undertaken by the Company is its relationship building with the First Nation communities and their role in the future of exploration in Canada. The Company has completed two financings with the Lac Seul First Nation and is represented by a member of the community as Executive Vice-President and a member of the Board of Directors. AurCrest also signed a significant exploration agreement with the Webequie First Nation, the first of its kind in the 'Ring of Fire'. This type of corporate planning is known as the Company's 'SLO' or 'Social License to Operate'. The Company feels it is at the forefront of the important industry relationship developments and is pleased to work with the Lac Seul First Nation, the Webequie First Nation and others.

Richardson Lake is a gold exploration prospect located in the Birch-Uchi belt of the Red Lake mining division in Northwestern Ontario consisting of unpatented mineral claims called the Richardson Lake property totaling approximately 11,000 acres. In late 2011 and into 2012 the Company completed 8 drill holes for a total of 1,613 metres with a new gold discovery in hole RL-12-07. In May 2013, the Company received an exploration permit from the Ministry of Northern Development and Mines to further explore the Richardson Lake gold discovery. The continued exploration of this key asset has recommenced and will continue through 2015.

The Company's mission statement is as follows:

- 1) Create and maintain important relationships with the local indigenous peoples and to share the benefits the industry has to offer through employment and ownership in the Company's efforts. Capitalize on the experience and technical abilities of the Company's management team to effectively explore for gold and/or base metals deposits in Northern Ontario;
- 2) Source and employ the most advanced exploration technologies available;
- 3) Enter into strategic relationships and generate sufficient capital to maintain a continuously high level of exploration and development activity;
- 4) Increase shareholder value by adhering to AurCrest's objectives;

Activities

2014

- The Company raised a total of \$798,432 through issuance of working capital units and flow through units with the objective of funding further drilling of the Company's Richardson Lake property gold targets.
- the Company settled \$255,295 of debt in consideration for the issuance of 2,836,618 working capital units.
- A significant new gold discovery was made during of the winter 2012 drill program. Hole RL12-07 returned the following results: 15 metres of 1.83 g/t gold, including 9 metres of 2.95 g/t, including 4 metres of 6 g/t and 3 metres of 7.4 g/t. The highest individual sample within the discovery zone was 1 metre of 11.1 g/t gold. In Late summer through the fall of 2014, the Company continued drilling on this project. Results include RL-14-08 with an average grade of 1.85 g/t Au over 18 metres, including 2.93 g/t Au over 10 metres including 6.0 g/t Au over 4.5 metres, including 7.57 g/t Au over 3.5 meters, and including 10.4 g/t over 2.5 metres. Final assays from this program remain pending. In November the Company commenced a follow-up drill program designed to test the area east of the discovery.
- In July 2014 an airborne magnetic survey defined a second interpreted iron formation to the west of the Richardson Lake gold discovery, approximately eight kilometres in length. These formations are collectively what was previously identified as the Jacquie-Girl Iron Formation. The Richardson Lake formation will remain identified as the Jacquie-Girl and the western formation will now be known as the Western Fold.

2013

- On May 22, 2013, the Company announced that it had received an exploration permit from the Ministry of Northern Development and Mines to further explore the Richardson Lake gold discovery. The permit allows the Company to drill up to 6,000 metres until May 22, 2016.

MINERAL PROPERTIES

Richardson Lake

The Richardson property is situated in the Red Lake Mining Division approximately 115 km northeast of the town of Red Lake. The property is 100% owned by the Company with an underlying NSR royalty of 2%. The property is known to contain 5 areas with gold mineralization or gold mineralization potential. The most significant mineralization occurs at the Discovery zone where the gold is hosted by quartz veins and breccia, which are encompassed by a broad zone of silicification, carbonitization, and sericitization.

The Company owns 100% of 6 claims that make up the Richardson Lake Property originally optioned in 2002. An additional 2 claims were staked by the Company in early 2010, plus 23 claims staked in early 2011. The total area of the Richardson Lake property is now approximately 11,000 acres. The original 6 claims plus an area of influence around the claims are subject to the Company's obligation to pay a NSR royalty of 2%.

Drilling on the property commenced in late 2011 and continued into March of 2012. AurCrest completed the winter 2011/2012 drilling program on Richardson Lake in March 2012 completing eight NQ drill holes for a total of 1,613 metres. Results from this program included a new gold discovery in hole RL-12-07. Located in a new area of the property, this discovery provides the Company with an entirely new and very promising area to drill. Hole RL-12-07 encountered 15 metres of 1.83 g/t gold, including 9 metres of 2.95 g/t, including 4 metres of 6 g/t and 3 metres of 7.4 g/t. The highest individual sample within the discovery zone was 1 metre of 11.1 g/t gold. In late summer through the fall of 2014, the Company continued drilling on this project. Results include RL-14-08 with an average grade of 1.85 g/t Au over 18 metres, including 2.93 g/t Au over 10 metres including 6.0 g/t Au over 4.5 metres, including 7.57 g/t Au over 3.5 meters, and including 10.4 g/t over 2.5 metres. Final assays from this program remain pending. In November the Company commenced a follow-up drill program designed to test the area east of the discovery.

Confederation Lake

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The Company's Confederation Lake properties, comprised of 8 claim groups covering approximately 29,000 acres, were acquired from GlencoreXstrata by incurring exploration expenditures totaling \$3.5 million over four years, including 16,000 metres of diamond drilling. GlencoreXstrata retains a back-in option for a 50% participating interest in any deposit indicated by an independent scoping study to contain at least 8 million tonnes of massive sulphide or one million ounces of gold by expending 150% of AurCrest's expenditures on the property, or cash payment equal to that amount. If the back-in option is exercised, a joint venture will be formed relating to the area (a "Project Area") defined to contain the deposit. Should GlencoreXstrata elect not to exercise its back-in option, GlencoreXstrata will retain a 2% NSR royalty relating to the relevant Project Area. In addition, GlencoreXstrata will receive a one-time cash payment of \$500,000 due upon submission of the first such scoping study with respect to which GlencoreXstrata does not exercise its back-in option and a further sum of \$1.5 million payable upon commercial production from that Project Area. GlencoreXstrata also retains the right to carry out a sole risk exploration drilling program to confirm the contents of an independent scoping study delivered by the Company. The agreement anticipates that there may be more than one Project Area on the property.

On August 14, 2007 the Company announced an updated National Instrument 43-101 ("NI 43-101") compliant technical report titled Garnet Lake Property (also known as the Arrow Zone), Confederation Lake Belt prepared by independent Qualified Person G.S. Carter, P. Eng. of Broad Oak Associates. At a cut-off grade of 3% zinc ("Zn") equivalent, Broad Oak Associates estimated an indicated resource of 2.071 million tonnes plus an inferred resource of 120,552 tonnes as presented in the following table:

Category	Tonnes	Zn (%)	Cu (%)	Au (g/t)	Ag (g/t)
At a 3% zinc equivalent					
Indicated	2,070,888	5.92	0.75	0.58	21.1
(Plus an average indium value of 34.6 g/t for 19 out of 24 holes intersecting the Arrow Zone.)					
Inferred	120,552	2.60	0.56	0.40	21.5
At a 5% zinc equivalent					
Indicated	1,762,211	6.75	0.79	0.61	22.3
(Plus an average indium value of 28.7 g/t for 18 out of 23 holes intersecting the Arrow Zone.)					
Inferred	51,631	3.86	0.79	0.58	23.8
At a 10% zinc equivalent					
Indicated	633,429	14.3	1.11	0.85	31.7
(Plus an average indium value of 55.2 g/t for 10 out of 13 holes intersecting the Arrow Zone.)					

The Mineral Resources are effective as of September 4, 2007.

Resource estimations were based on three chosen cut-off grades of 10%, 5% and 3% Zn equivalent, which is equal to the Zn (wt.%) plus 2.4 Cu (wt.%). (Cut-off grades are calculated using zinc and copper only. No indium grades have been determined for the inferred tonnage as of this date).

Until an economic evaluation is completed, the economic cut-off for this deposit is unknown. Mineral resources that are not mineral reserves do not have demonstrated economic viability. In consultation with Broad Oak Associates, and based upon base metal prices as at August 14, 2007, the Company determined that 3% Zinc was the minimum acceptable cut-off grade to report. The Arrow Zone, using the 10% Zn equivalent cut-off, has a high-grade centre of indicated resource of 633,429 tonnes at 14.3% Zn, 1.11% Cu, 0.85 g/t Au and 31.7 g/t Ag, separated to date into two pods based on the high-grade intersections.

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In June 2010, the Company completed a borehole survey on three holes on the Fredart Lake property, the results have been interpreted and drill targets identified.

McFaulds Lake

The Company currently holds a 100% interest in a group of properties (10,000 acres) within the area known as 'The Ring of Fire' located in the Lower James Bay region of Ontario, in the proximity of McFaulds Lake.

Bridget Lake

On September 16, 2008 (the "effective date"), the Company signed an option agreement with Sendero for the exclusive right for Sendero to earn up to a 75% interest in the Bridget Lake property, comprised of 9 claim units covering approximately 144 hectares, in Ball Township, Red Lake Mining Division, Northwestern Ontario. Sendero earned a 65% interest by incurring \$50,000 in exploration expenses, making cash compensation to the Company totaling \$50,000 and issuing 400,000 common shares of Sendero to the Company. Sendero declined a second option to acquire an additional 10% interest. The Company signed a joint venture agreement whereby Sendero will be operator of the joint venture with Red Lake Gold Mines (a partnership of Goldcorp Inc. and Goldcorp Canada Ltd.) having acquired a 40% interest in Sendero's interest in the Property.

Exploration and evaluation assets

None of the Company's exploration and evaluation assets have reached the development stage and as a result are considered exploration and evaluation assets. The Company capitalizes acquisition costs that result in the acquisition and retention of exploration and evaluation assets or an interest therein and expenses all exploration and evaluation expenditures. The amount shown for exploration and evaluation assets represents acquisition costs to date and does not necessarily reflect present or future values. If the properties are sold, allowed to lapse or are no longer of interest, accumulated capitalized costs are written off.

Expenditures on properties in which the Company does not have a registered or contractual interest are expensed as incurred.

SELECTED ANNUAL INFORMATION

Year ended December 31	2014 \$	2013 \$	2012 \$
Net loss for the year	1,047,930	169,321	1,997,702
Cash flow used in operating activities	773,954	134,871	639,569
Total assets ⁽¹⁾	165,236	117,325	219,811
Loss per share (basic and diluted)	0.02	0.00	0.05

(1) As at December 31

RESULTS OF OPERATIONS

The Company's net loss for the year ended December 31, 2014 was \$1,047,930 or \$0.02 per share (\$169,321 or \$0.00 for the year ended December 31, 2013).

General and administrative expenses of \$216,870 for the year ended December 31, 2014 (\$190,149 for the year ended December 31, 2013) included costs associated with the promotion, financing and regulatory compliance activities of the Company, and overhead of the Company's Toronto administrative facilities, as noted below.

For the year ended December 31	2014 \$	2013 \$
Professional fees (legal & audit)	75,522	50,590

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Office rent	51,884	51,081
Regulatory and filing fees	27,370	16,080
Consulting and management fees	25,400	32,150
Travel	16,090	5,188
Directors fees	12,000	12,000
Insurance	3,320	-
Shareholder communications, advertising and promotion	2,914	16,370
Office costs	2,370	6,690
	216,870	190,149

During the year ended December 31, 2014, a company related to Ian Brodie-Brown rented office space from the Company, resulting in a rent expense recovery of \$36,361 (\$80,254 for the year ended December 31, 2013).

As at October 1, 2012, management determined to indefinitely suspend salary compensation for select senior management personnel. No expense has been charged or accrued for these executives, resulting in a savings of \$12,083 per month or \$144,996 for the years ended December 31, 2014 and 2013.

During the year ended December 31, 2014, exploration and project evaluation expenses totaled \$762,389(\$55,135 for the year ended December 31, 2013).

EXPLORATION EXPENDITURES

Mineral property acquisition cost

	Balance at December 31, 2013 \$	Additions \$	Balance at December 31, 2014 \$
Richardson Lake	60,200	-	60,200
Confederation Lake	10,250	-	10,250
Amount capitalized	70,450	-	70,450

	Balance at December 31, 2012 \$	Additions \$	Balance at December 31, 2013 \$
Richardson Lake	60,200	-	60,200
Confederation Lake	8,770	1,480	10,250
Amount capitalized	68,970	1,480	70,450

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Exploration & project evaluation

During the year ended December 31, 2014, expenses incurred in general exploration and project evaluation that are not capitalized totaled \$759,081 (\$55,135 for the year ended December 31, 2013).

For the year ended December 31	2014 \$	2013 \$
Richardson Lake		
Drilling	663,319	-
Field support	73,381	-
Assaying	3,618	-
Miscellaneous	12,071	24,522
Total Richardson Lake	752,389	24,522
McFaulds Lake		
Miscellaneous	-	20,590
Total McFaulds Lake	-	20,590
Other properties		
Miscellaneous	10,000	10,023
Total Other properties	10,000	10,023
Total exploration expenditures	762,389	55,135

	Cumulative Expenditures as at December 31, 2013 \$	Expenditures for the year ended December 31, 2014 \$	Cumulative Expenditures as at December 31, 2014 \$
Richardson Lake	1,434,368	752,389	2,186,757
McFaulds Lake	3,139,860	-	3,139,860
Confederation Lake	10,435,071	-	10,435,071
Other	1,180,776	10,000	1,190,776
Amount expensed	16,190,075	762,389	16,952,464

"Other" includes exploration expenditures on projects with minor activity during the period and includes the Bridget Lake, and the Fredart Lake properties, all of which are in Northern Ontario.

SUMMARY OF QUARTERLY RESULTS

For the eight most recent quarters:

	December 31 2014 \$	September 30 2014 \$	June 30 2014 \$	March 31 2014 \$
Net loss for the period	469,329	352,950	202,973	22,678
Net loss per share (basic and diluted)	0.01	0.01	0.00	0.00

	December 31 2013 \$	September 30 2013 \$	June 30 2013 \$	March 31 2013 \$
Net loss for the period	4,013	29,759	66,976	68,573
Net loss per share (basic and diluted)	0.00	0.00	0.00	0.00

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The variations in net loss between quarters are generally due to timing of the Company's exploration activities.

The loss incurred for the three month period ended December 31, 2014 included drilling and exploration expenses of \$414,543 as well as a share based compensation expense of \$4,098 related to stock options granted on August 13, 2014.

LIQUIDITY AND CAPITAL RESOURCES

As at December 31, 2014, the Company had no sources of operating cash flows. The Company will therefore require additional funding which, if not raised, would result in the curtailment of activities and project delays. AurCrest had a working capital deficit of \$791,807 (a working capital deficit of \$902,636 as at December 31, 2013), and has incurred losses since inception resulting in an accumulated operating deficit of \$22,055,382. The Company's ability to continue as a going concern is uncertain and is dependent upon its ability to continue to raise adequate financing. There can be no assurances that the Company will be successful in this regard, and therefore, there is substantial doubt regarding the Company's ability to continue as a going concern, and accordingly, the use of accounting principles applicable to a going concern.

FINANCIAL INSTRUMENTS

The carrying amount of financial instruments approximates fair value. The Company's financial assets include cash, cash equivalents, and accounts receivable. The Company does not consider these assets to be subject to credit risk or interest rate risk.

SHAREHOLDERS' EQUITY

The Company is authorized to issue an unlimited number of common shares and an unlimited number of preference shares. As at December 31, 2014, the Company had no preference shares issued and outstanding.

Share capital

Share capital comprises the following:

	Number of shares	Amount \$
Balance, January 1, 2013	42,413,147	16,868,285
Private placements	100,000	4,990
Balance, December 31, 2013	42,513,147	16,873,275
Private placements	16,488,633	824,432
Shares issued for debt settlement	2,836,618	255,296
Share issuance costs	-	(26,000)
Private placements - compensation options	-	(19,448)
Private placements - compensation warrants	-	(11,752)
Warrant term extension	-	(9,100)
Balance, December 31, 2014 and April 29, 2015	61,838,398	17,886,703

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The Company completed the following equity financing transactions during the periods.

		Units		Warrants (** compensation options)			
Type	Date	#	Price	Proceeds	#	Price	Expiry date
			\$	\$		\$	
During the year ended December 31, 2013							
Working capital units	January 21	100,000	0.05	5,000	100,000	0.25	January 21, 2015
During the year ended December 31, 2014							
Flow-through units	April 25	1,300,000	0.05	65,000	1,300,000	0.05	April 25, 2019
Working capital units	April 25	1,300,000	0.05	65,000	1,300,000	0.05	April 25, 2019
Working capital units	May 26	500,000	0.05	25,000	500,000	0.05	May 26, 2019
Working capital units	July 7	4,240,000	0.05	212,000	4,240,000	0.055	July 7, 2019
Working capital units	August 5	200,000	0.05	10,000	200,000	0.055	August 5, 2019
Working capital units	August 11	500,000	0.05	25,000	500,000	0.055	August 11, 2019
Working capital units	August 15	1,060,000	0.05	53,000	1,060,000	0.055	August 15, 2019
Debt settlement units	August 19	2,836,618	0.09	255,296	2,836,618	0.12	August 19, 2017
Working capital units	October 14	666,785	0.05	33,339	666,785	0.055	October 14, 2019
Working capital units	October 23	450,000	0.05	22,500	450,000	0.055	October 23, 2019
Working capital units	November 13	451,848	0.05	22,592	451,848	0.055	November 13, 2019
*Flow-through units	November 14	5,200,000	0.05	260,000	2,600,000	0.055	November 14, 2019
**Compensation units	November 14	520,000	0.05	26,000	**520,000	**0.05	November 14, 2017
Working capital units	November 14	100,000	0.05	5,000	100,000	0.055	November 14, 2019

*Each warrant entitling the holder to acquire a further common share at a price of \$0.055 until the earlier of: November 14, 2019, and in the event that the closing price of the common shares on the TSXV is at least \$0.15 for twenty (20) consecutive trading days, and the 20th trading day (the "Final Trading Day") is at least four months from November 14, 2014, the date which is thirty days from the Final Trading Day.

**A finder's fee consisting of the issuance of 520,000 common shares of the Company and 520,000 Compensation Options exercisable for a period of two years from closing at \$0.05 per Compensation Option was paid in respect sale. Each Compensation Option entitles the finder to acquire one common share and one-half a Warrant.

Stock options

As at December 31, 2014, 3,620,000 common shares were reserved for the exercise of common stock options ("options") granted to directors, officers, employees and service providers in connection with the Company's stock option plan (the "Plan").

The following summary sets out the activity in the Plan:

	Options #	Weighted average exercise price \$
Outstanding, January 1, 2013	2,930,000	0.33
Expired	(100,000)	0.20
Outstanding, December 31, 2013	2,830,000	0.33
Granted	2,170,000	0.10
Expired	(1,180,000)	0.50
Expired	(200,000)	0.18
Expired	(100,000)	0.10
Outstanding, December 31, 2014	3,520,000	0.15
Expired	(200,000)	0.20
Outstanding, April 29, 2015	3,320,000	0.14
Options exercisable, December 31, 2014	3,320,000	0.15
Options exercisable, April 29, 2015	3,320,000	0.14

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The following table sets out the details of the common stock options granted and outstanding as at December 31, 2014:

Number of stock options	Number exercisable	Remaining contractual life	Exercise price per share	Expiry date
200,000	200,000	0.25 years	\$0.30	April 1, 2015
100,000	100,000	0.44 years	\$0.10	June 11, 2015
1,250,000	1,250,000	1.55 years	\$0.20	July 18, 2016
1,970,000	1,970,000	4.63 years	\$0.10	August 13, 2019
3,520,000	3,520,000			

The following table sets out the details of the common stock options granted and outstanding as at April 29, 2015:

Number of stock options	Number exercisable	Remaining contractual life	Exercise price per share	Expiry date
100,000	100,000	0.12 years	\$0.10	June 11, 2015
1,250,000	1,250,000	1.23 years	\$0.20	July 18, 2016
1,970,000	1,970,000	4.30 years	\$0.10	August 13, 2019
3,320,000	3,320,000			

The weighted average fair value of the options granted and vested during the year ended December 31, 2014 was \$0.05 per option; the fair value was estimated using the Black-Scholes pricing model with the following assumptions: risk-free weighted-average interest rate ranging from 1.08% to 2.12%, expected dividend yield of nil, average expected volatility from 141% to 154%, and expected life term of two to five years.

On October 11, 2013, 100,000 common stock options, with an exercise price of \$0.20, expired unexercised.

On August 13, 2014, the Company granted 2,170,000 common stock purchase options. The options have an exercise price of \$0.10 per share and expire on August 13, 2019. All options granted vest immediately, with the exception of 150,000 options which vest in increments of 50,000 on November 13, 2014, February 13, 2015 and May 13, 2015.

On September 28, 2014, 1,180,000 common stock options, with an exercise price of \$0.50, expired unexercised.

On October 23, 2014, 200,000 common stock options, with an exercise price of \$0.18, expired unexercised.

On March 28, 2015, 100,000 common stock options with an exercise price of \$0.20 and 200,000 common stock options with an exercise price of \$0.10 expired unexercised.

On April 1, 2015, 200,000 common stock options, with an exercise price of \$0.30, expired unexercised.

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Warrants

Certain issuances of common shares include warrants entitling the holder to acquire additional common shares of the Company. A summary of the warrant activity is as follows:

	Warrants #	Weighted average exercise price \$
Outstanding, January 1, 2013	9,393,815	0.26
Issued	100,000	0.15
Expired	(6,214,865)	0.29
Outstanding, December 31, 2013	3,278,950	0.26
Issued – private placements	16,205,251	0.06
Issued – compensation options	520,000	0.05
Issued – compensation warrants	260,000	0.055
Outstanding, December 31, 2014	20,264,201	0.10
Expired	78,950	0.60
Outstanding, April 29, 2015	20,185,251	0.10

* On December 16, 2014, 3,100,000 warrants expiring December 21, 2014 and 100,000 warrants expiring January 21, 2015 were granted term extensions of one year each, expiring on December 21, 2015 and January 21, 2016 respectively.

On February 11, 2015, 78,950 warrants, with an exercise price of \$0.60, expired unexercised.

The composition of the outstanding warrants as at December 31, 2014 consists of the following:

	Expiry date	Number	Price range
Warrants	February 11, 2015	78,950	\$0.60
Warrants	December 21, 2015	3,100,000	\$0.25
Warrants	January 21, 2016	100,000	\$0.25
Warrants	August 19, 2017	2,836,618	\$0.12
Warrants	April 25, 2019	2,600,000	\$0.05
Warrants	May 26, 2019	500,000	\$0.05
Warrants	July 7, 2019	4,240,000	\$0.055
Warrants	August 5, 2019	200,000	\$0.055
Warrants	August 11, 2015	500,000	\$0.055
Warrants	August 15, 2019	1,060,000	\$0.055
Warrants	October 14, 2019	666,785	\$0.05
Warrants	October 23, 2019	450,000	\$0.055
Warrants	November 13, 2019	451,848	\$0.055
Warrants	November 14, 2015	2,600,000	\$0.055
Warrants	November 14, 2019	100,000	\$0.055
Warrants – compensation options	November 14, 2016	520,000	\$0.05
Warrants – compensation warrants	November 14, 2019	260,000	\$0.055
		20,264,201	

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The composition of the outstanding warrants as at April 29, 2015 consists of the following:

	Expiry date	Number	Price range
Warrants	*December 21, 2015	3,100,000	\$0.25
Warrants	*January 21, 2016	100,000	\$0.25
Warrants	August 19 2017	2,836,618	\$0.12
Warrants	April 25, 2019	2,600,000	\$0.05
Warrants	May 26 2019	500,000	\$0.05
Warrants	July 7, 2019	4,240,000	\$0.055
Warrants	August 5, 2019	200,000	\$0.055
Warrants	August 11, 2015	500,000	\$0.055
Warrants	August 15, 2019	1,060,000	\$0.055
Warrants	October 14, 2019	666,785	\$0.05
Warrants	October 23, 2019	450,000	\$0.055
Warrants	November 13, 2019	451,848	\$0.055
Warrants	November 14, 2015	2,600,000	\$0.05
Warrants	November 14, 2019	100,000	\$0.055
Warrants – compensation options	November 14, 2016	520,000	\$0.05
Warrants – compensation warrants	November 14, 2019	260,000	\$0.055
		20,185,251	

Fully diluted share capital

As of December 31, 2014 the Company has issued 61,838,398 common shares, 3,620,000 common share stock options, 19,484,201 common share purchase warrants and 780,000 compensation units. The number of common shares outstanding, on a fully-diluted basis is 85,722,599.

As of April 29, 2015 the Company has issued 61,838,398 common shares, 3,120,000 common share stock options 19,405,251 common share purchase warrants and 780,000 compensation units. The number of common shares outstanding, on a fully-diluted basis is 85,143,649.

RELATED PARTY TRANSACTIONS AND KEY MANAGEMENT REMUNERATION

Compensation of key management and directors

Key management compensation expenses includes the Chief Executive Officer, the Chief Financial Officer, the Vice-President, Exploration, the Vice-President, Corporate Development (resigned April 30, 2013) and the Vice-President, Shareholder Relations (on leave as of June 1, 2014). Share-based payments include key management and directors.

For the year ended December 31	2014	2013
	\$	\$
Management fees	47,914	36,710
Legal fees provided by a law firm related to William Johnstone	58,842	25,590
Directors fees	12,000	12,000
Share based compensation	82,500	-
	201,256	74,300
Balances owing as at December 31	2014	2013
	\$	\$
Management fees	237,085	207,942
Legal fees provided by a law firm related to William Johnstone	183,718	120,844
Drilling services	-	255,296
Directors fees	56,000	44,000
	476,803	628,082

AURCREST GOLD INC. MANAGEMENT'S DISCUSSION AND ANALYSIS

These amounts were expensed in the period incurred as administrative and general expenses, except for the services of the Vice-President, Exploration, which are treated as exploration expenses. The amounts paid and owing are measured at the exchange amount, are non-interest bearing and due on demand.

During the year ended December 31, 2014, a company related to Ian Brodie-Brown rented office space from the Company, resulting in a rent expense recovery of \$36,361 (\$80,254 for the year ended December 31, 2013). As at December 31, 2014, a balance of \$10,036 was due to the Company in relation to the rent recovery.

COMMITMENTS, CONTINGENCIES AND GUARANTEES

The Company has one contractual lease obligation related to its corporate premises that requires a minimum total lease payment for basic rent of \$69,346 until July, 2017. The following table illustrates the remaining yearly minimum lease compensation:

	\$
2015	26,843
2016	26,843
2017	15,659
	<u>69,346</u>

In accordance with an exploration agreement signed on February 4, 2010, the Company is committed to contribute 1.5% of all funds expended by the Company on its mining claims in the proximity of McFaulds Lake, Lower James Bay region of Ontario, as a contribution to a Community Sustainability Fund.

OFF-BALANCE SHEET ARRANGEMENTS

The Company does not have any off-balance sheet arrangements.

CHANGES IN ACCOUNTING POLICIES AND FUTURE ACCOUNTING PRONOUNCEMENTS

Certain pronouncements were issued by the IASB or the IFRIC became effective January 1, 2013 and were adopted by the Company on that date. The adoption of these accounting policies had no effect on the Company. These pronouncements are detailed in the audited financial statements for the year ended December 31, 2014.

RISK FACTORS

Given the Company's current status as an exploration stage company, there are numerous risk factors that could affect the Company's business prospects and future performance and are detailed in the audited financial statements and managements discussion and analysis for the year ended December 31, 2014. These risks and uncertainties are not the only ones facing the Company. Additional risks and uncertainties not presently known to the Company, or that the Company currently deems immaterial, may also affect the Company's business prospects and future performance.

OUTLOOK

AurCrest is focused on its 100% owned Richardson Lake property. With the current gold price and the prospects for Richardson Lake, it is Management's view that focusing on this significant gold asset is in the best interest of its shareholders. The Company's staking activity in late 2010 and early 2011 has increased the local land holdings to 11,000 acres. AurCrest completed a field program in 2012 which included 1,613 metres of drilling with a new gold discovery in hole RL-12-07. Having received an exploration permit in 2013, allowing for the company to drill up to 6,000 metres, Aurcrest raised the capital necessary to complete 1,957.5 metres in 4 drill holes during the summer & autumn drill season of 2014. The Company also completed 511 metres of airborne geophysics to compliment the drill work and

begin exploring areas to the west.

During 2012, the Company announced that a significant new discovery was made in the final hole of the winter 2012 drill program. Hole RL-12-07 returned the following results: 15 metres of 1.83 g/t gold, including 9 metres of 2.95 g/t, including 4 metres of 6 g/t and 3 metres of 7.4 g/t. The highest individual sample within the discovery zone was 1 metre of 11.1 g/t gold. The 2014 drill program was established to follow up on this discovery and to try and define the continuation of this promising gold strike. Drill hole RL-14-08 drilled to a depth of 448.5 metres, succeed in hitting a gold bearing zone 140 metres south of the discovery in RL-12-07, and with remarkably consistent grades. RL-14-08 encountered 18 metres of 1.85 grams gold, including 10 metres of 2.93, 4.5 metres of 6 grams, 3.5 of 7.57, 2.5 metres of 10.4 grams, and one metre of 15 grams.

This follow-up drill hole confirms the promising new discovery made in 2012. The Company intends to complete further follow up drilling in this area when it is able to raise additional financing to complete a meaningful program, now that the discovery has been extended and enhanced significantly. The next phase of drilling will help to further establish this discovery, and we will endeavor to finance a meaning full drill program to begin outlining this new gold discovery, confirmed by the 2014 drill program.

The current capital markets for junior exploration companies is considered very depressed. It is Management's view that gold as a commodity will continue in the long term to do extremely well, and due to the Company's decision to switch focus to this metal, and the persistence and perseverance of our team, we now have a discovery to market in the coming months and look forward to further quality drill results from the Richardson Lake Property. Management has been working hard to raise the money and is optimistic that the overall market will recognize this 'discovery' and finance this opportunity moving forward.

Lac Seul First Nation, Cyr Drilling and AurCrest developed a unique training relationship to provide for drilling in the spring and summer of 2014. Cyr Drilling and Lac Seul trained community members on the program toward qualifying under the common core handlers training program.

Christopher Angecone of the Lac Seul First Nation, having been on our Board since 2011, has accepted the position of Executive Vice-President and will likely assume the role as President in the near future, helping to further implement our exploration and discovery of gold at Richardson Lake in the traditional lands shared primarily by the Lac Seul, Cat Lake, and Slate Falls First Nations.

Trevor Boyd, P.Geo., a qualified person as defined by National Instrument 43-101, Vice President of Exploration, has reviewed and approved the technical information contained in this MD&A.

SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

This Management's Discussion and Analysis contains forward-looking statements that involve risks and uncertainties, which may cause actual results to differ materially from the statements made. When used in this document, the words "may", "would", "could", "will", "intend", "plan", "anticipate", "believe", "estimate", "expect" and similar expressions are intended to identify forward-looking statements. Such statements reflect our current views with respect to future events and are subject to such risks and uncertainties. Many factors could cause our actual results to differ materially from the statements made, including those factors discussed in filings made by us with the Canadian securities regulatory authorities. Should one or more of these risks and uncertainties, such as actual results of current exploration programs, the general risks associated with the mining industry, the price of gold and other metals, currency and interest rate fluctuations, increased competition and general economic and market factors, occur or should assumptions underlying the forward looking statements prove incorrect, actual results may vary materially from those described herein as intended, planned, anticipated, or expected. We do not intend and do not assume any obligation to update these forward-looking statements except as required by law. Shareholders are cautioned not to put undue reliance on such forward-looking statements.